

Hearing Date and Time: June 29, 2022 at 10:00 a.m. (Eastern Time)

Response Deadline: June 16, 2022 at 4:00 p.m. (Eastern Time)

**THE DEBTORS' FORTY-SIXTH OMNIBUS OBJECTION TO CLAIMS SEEKS TO
DISALLOW IN PART CERTAIN FILED PROOFS OF CLAIM IN ACCORDANCE
WITH AN ORDER OF THE BANKRUPTCY COURT. PARTIES RECEIVING THIS
NOTICE SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S)
AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT
ATTACHED THERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS
THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**NOTICE OF HEARING ON DEBTORS'
FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS)**

PLEASE TAKE NOTICE that, on May 26, 2022, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement

cases (collectively, the “**Debtors**”) filed the *Debtors’ Forty-Sixth Omnibus Objection to Proofs of Claim (Allowing Recently Deceased Class Member Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court allow the claims asserted in connection with the Sears Retiree Group Life Insurance Plan (collectively, the “**Recently Deceased Class Member Claims**”), as administrative expense claims in the amounts set forth on **Exhibit A** (the “**Allowed Administrative Expense Claim**”). The Allowed Administrative Expense Claims shall be paid from the administrative claims reserve in accordance with the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”). For the avoidance of doubt, the Objection seeks to disallow in part certain of the Recently Deceased Class Member Claims as indicated in **Exhibit A** such that the Allowed Administrative Expense Claim amount equals the full stated benefit amount owed to the applicable Recently Deceased Class Member as of March 15, 2019.²

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **June 16, 2022, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy

Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

² The Retiree Plan (as defined in the Retiree Benefits Order) was terminated by the Debtors effective March 19, 2019.

Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant’s behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **June 29, 2022 at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim

will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Proof(s) of Claim listed on **Exhibit A**, the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: May 26, 2022
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Recently Deceased Class Member Claims

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
1.	Gale, Joseph	Abrams, Patricia	24711	\$5,260.00	\$5,260.00	
2.	Adamkiewicz, Kenneth	Adamkiewicz, Kenneth	20701	\$7,500.00	\$7,500.00	
3.	Adamo, Carl, Trustee	Adamo, William	25011	\$10,278.46	\$7,500.00	Stated Benefit With Securian at Termination
4.	Estate of Paul Adams	Adams, Paul	22856	\$7,100.00	\$7,100.00	
5.	Alberts, Donald	Alberts, Eileen	21146	\$5,100.00	\$5,100.00	
6.	Araiza, Oscar	Araiza, Renee	24522	\$2,800.00	\$5,860.00	
7.	Vanselow, Elizabeth	Archer, Patricia	24092	\$5,020.00	\$5,020.00	
8.	Mattson, Sandra	Ault, Gaylord	23618	\$5,540.00	\$5,540.00	
9.	Baczynski, Harriet (Beneficiary)	Baczynski, Donald	26035	\$5,400.00	\$5,400.00	
10.	Bailey, Kathleen	Bailey, D. Richmond	25663	\$9,500.00	\$9,500.00	
11.	Perkin, Lynda / Tucker, Paula	Baker, Lloyd	25754	\$7,100.00	\$7,100.00	
12.	Barlow, Etta	Barlow, Etta	24438	\$15,500.00	\$5,000.00	Stated Benefit With Securian at Termination
13.	Barry, Susan	Barry, Robert	24223	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
14.	Smith, Marsha, Executor	Bates, Joe	22532	\$7,500.00	\$6,580.00	Stated Benefit With Securian at Termination
15.	Battles, Jr., Otis; et. al.	Battles, Cora	22249	\$5,000.00	\$5,000.00	
16.	Bauserman, Paul	Bauserman, Georgie	24429	\$7,100.00	\$7,100.00	
17.	Estate of Edward Bayer	Bayer, Edward	21823	\$9,500.00	\$9,500.00	
18.	Estate of Burnett S Bender	Bender, Burnett	25028	\$30,000.00	\$7,500.00	Stated Benefit With Securian at Termination
19.	Berry, John H.	Berry, Richard	22672	\$6,780.00	\$6,780.00	
20.	Bessler, Lillian Armstrong	Bessler, John	25529	\$7,100.00	\$7,100.00	
21.	Borr, Dorothy	Borr, Dorothy	22181	-	\$5,860.00	Stated Benefit With Securian at Termination
22.	Boyko, James P.	Boyko, Stanley	24388	\$5,000.00	\$5,000.00	
23.	Jones, Christine	Brennan, Robert	20760	-	\$6,380.00	Stated Benefit With Securian at Termination
24.	Estate of Samuel E. Bright	Bright, Samuel	24366	\$10,000.00	\$9,500.00	Stated Benefit With Securian at Termination
25.	Elam, Anne Sue (Beneficiary)	Broughton, Betty	20988	\$5,860.00	\$5,860.00	
26.	Sword, Karen E., Executrix	Brown, Alverta	25536	\$5,860.00	\$5,860.00	
27.	Bruce, Marjorie L.	Bruce, William	21131	\$5,000.00	\$5,000.00	
28.	Bryant, Gary	Bryant, Mary	24833	-	\$5,380.00	Stated Benefit With Securian at Termination
29.	Buresh, Carole	Buresh, James	22272	\$12,500.00	\$12,500.00	
30.	Callahan, Dennis Charles	Callahan, Dennis	24658	\$5,000.00	\$5,000.00	

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Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
31.	Callis, Karen J. (Beneficiary)	Callis, Marie	22641	\$5,180.00	\$5,180.00	
32.	Carter, Angela Suzette	Carter, Alvin	22993	\$6,580.00	\$6,580.00	
33.	Castle, Jay Frank, Trustee	Castle, Frank	25664	\$13,400.00	\$7,100.00	Stated Benefit With Securian at Termination
34.	Caudle, Joyce Evelyn	Caudle, Robert	23727	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
35.	Cepak, Rudolph J.	Cepak, Rudolph	24063	-	\$5,000.00	
36.	Childers, Ethel Frances	Childers, Ethel	21105	\$5,000.00	\$6,180.00	Stated Benefit With Securian at Termination
37.	Chimenti, Patsy W.	Chimenti, Samuel	21347	-	\$8,500.00	Stated Benefit With Securian at Termination
38.	Chmiel, Thaddeus E.	Chmiel, Thaddeus	21992	\$10,500.00	\$6,780.00	Stated Benefit With Securian at Termination
39.	Colando, Patsey L.	Colando, Samuel	25114	\$5,000.00	\$5,000.00	
40.	Severino, Cynthia, Executor	Colapietro, Mary	21112	-	\$5,180.00	
41.	Collins, Ronald Douglas	Collins, Jo	22778	\$10,500.00	\$5,540.00	
42.	Compagno, Sam J.	Compagno, Sam	22312	\$5,000.00	\$12,500.00	
43.	Emery, Janet M., Executor	Conklin, Margaret	22623	\$5,380.00	\$5,380.00	
44.	Correll, Sarah J.	Correll, V.	24809	\$5,860.00	\$5,860.00	
45.	Coy, Daniel L	Coy, Melburn	22280	\$6,580.00	\$6,580.00	
46.	Giardina, Rebecca C., Executor	Coy, Edna	25998	-	\$5,380.00	Stated Benefit With Securian at Termination
47.	Taylor, Donna Jean	Crabtree, Billie	22265	\$6,580.00	\$6,580.00	
48.	Newberry, David, et. al.	Cramoline, Virginia	23903	\$6,000.00	\$5,000.00	
49.	Blofeld, Tammy L.	Cremeans, Christine	26243	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
50.	Cummings , Darold B.	Cummings, Doris	23415	\$5,180.00	\$5,180.00	
51.	Estate of Virginia Louise Curry	Curry, Virginia	26544	\$5,860.00	\$5,860.00	
52.	Dammers, Mary Ann C.	Dammers, Leonard	25127	\$5,000.00	\$7,500.00	
53.	Blackburn, Linda	Darlington, Ernestine	21515	\$6,380.00	\$6,380.00	
54.	Daudell, Florence, Beneficiary)	Daudell, Robert	24411	\$6,580.00	\$6,580.00	
55.	Davis, Lelva Joyce (Beneficiary)	Davis, Aubra	22070	\$7,100.00	\$7,100.00	
56.	Jordan, Eleanor J.	Davis, Albert	24157	\$3,000.00	\$6,380.00	Stated Benefit With Securian at Termination
57.	Hindson, Nancy	Deganne, Barbara	22437	\$5,000.00	\$5,000.00	
58.	Delane, Lila Mae	Delane, Robert	25285	-	\$6,780.00	Stated Benefit With Securian at Termination
59.	Nolan, Kathy J., Executor	Dendy, Aileen	25267	\$6,380.00	\$6,380.00	
60.	Derr, Erma S.	Derr, Paul	22882	\$9,500.00	\$9,500.00	

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Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
61.	Doelitzsch, Evelyn	Doelitzsch, Eduard	24672	\$7,000.00	\$7,100.00	
62.	Stephenson, Laura A., Executrix / Ward, Paula E.	Donohue, Donald	22661	\$50,000.00	\$9,500.00	Stated Benefit With Securian at Termination
63.	Drummond, Michael K.	Drummond, Hilda	21170	\$5,000.00	\$5,180.00	Stated Benefit With Securian at Termination
64.	Dunbar, Michael K.	Dunbar, Donna	25945	-	\$6,020.00	Stated Benefit With Securian at Termination
65.	Duncan, Ronald E	Duncan, June	24389	\$5,860.00	\$5,860.00	
66.	Dunlap, Gerald Ellis	Dunlap, Martha	23052	\$7,100.00	\$7,100.00	
67.	Glies, Elizabeth	Durick, Andrew	26560	\$7,100.00	\$7,100.00	
68.	Durkin, Mary Anne	Durkin, James	22878	\$5,500.00	\$5,000.00	Stated Benefit With Securian at Termination
69.	Vines, Sharon E.	Eddy, Ruth	23376	\$5,380.00	\$5,380.00	
70.	Edson, Paula	Edson, William	22372	\$8,500.00	\$8,500.00	
71.	Edwards, Nora Lee	Edwards, Carter	24934	\$7,100.00	\$7,100.00	
72.	Embry, James D.	Embry, Janice	26001	\$6,020.00	\$6,020.00	
73.	Farthing, Joanne E.	Farthing, Earl	22317	\$6,580.00	\$6,580.00	
74.	Fitzgerald, Betty J.	Fitzgerald, Francis	21726	\$10,000.00	\$7,100.00	Stated Benefit With Securian at Termination
75.	Forth, William A.	Forth, Doris	21833	\$5,000.00	\$5,000.00	
76.	Hiromoto, Brenda M. / Fujimoto, Brent S.	Fujimoto, Catherine	22859	\$6,380.00	\$6,380.00	
77.	Lacer, Margie A.	Funk, Morris	23138	\$7,000.00	\$6,380.00	
78.	Brewer, Angela M	Gaddis, Maebell	21065	\$5,000.00	\$5,000.00	
79.	Garcia, Gloria	Garcia, Ramon	26562	\$6,380.00	\$6,380.00	
80.	Gerbing, Geraldine	Gerbing, Donald	21511	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
81.	Valdez, Patricia (Beneficiary)	Gienapp, Rebecca	22322	\$5,860.00	\$5,860.00	
82.	Gill, Joe Marvin Jr. Estate	Gill, Joe	21116	\$5,000.00	\$5,000.00	
83.	Jensen-Hansen, Lynda M.	Gilliland, Helen	24718	\$7,600.00	\$7,600.00	
84.	Glover, Annette	Glover, Harold	23839	\$6,380.00	\$6,380.00	
85.	Good, Bernadette M.	Good, Robert	24732	\$7,500.00	\$7,500.00	
86.	Bruno, Kathryn, Trustee	Good, Marian	21884	\$6,020.00	\$6,020.00	
87.	Goodloe, Milrene	Goodloe, Robert	24208	\$6,780.00	\$6,780.00	
88.	Brown, Carol	Gottung, Phyllis	22121	\$6,180.00	\$6,180.00	
89.	Estate of Josephine M. Gregorio	Gregorio, Josephine	25538	\$5,000.00	\$5,000.00	
90.	Greubel, Sharon G	Greubel, Gerald	20781	\$10,500.00	\$6,380.00	Stated Benefit With Securian at Termination

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Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
91.	Guthrie, Theresa	Grimas, Blanche	26557	-	\$6,180.00	Stated Benefit With Securian at Termination
92.	Gross, Gary J.	Gross, Harriet	26237	\$5,380.00	\$5,380.00	
93.	Sivak, Patricia (Beneficiary)	Grzeskiewicz, Dorothy	24939	\$6,580.00	\$6,580.00	
94.	Wozny, Kathleen	Gutkowski, Raymond	21931	\$5,000.00	\$5,000.00	
95.	Estate of Leonilla M Hall	Hall, Leonilla	21994	\$6,020.00	\$6,020.00	
96.	Hanewincked, Gerald L	Hanewinckel, Robert	25633	\$3,090.00	\$6,180.00	Stated Benefit With Securian at Termination
97.	Hardin, Oscar C.	Hardin, Oscar	25196	\$5,000.00	\$5,000.00	
98.	Fleisher, Suzanne K. / Dunlap, Sharon	Harrell, Elizabeth	26548	\$5,700.00	\$5,700.00	Stated Benefit With Securian at Termination
99.	La Roche, Mikki, Personal Representative	Harrell, Bettie	24008	\$5,000.00	\$5,000.00	
100.	Haskins, Eris A	Haskins, Eris	21257	\$6,180.00	\$6,180.00	
101.	Heagle, Robert	Heagle, Robert	21340	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
102.	Heckman, Lois M. (Beneficiary)	Heckman, Cloyd	21666	-	\$5,280.00	Stated Benefit With Securian at Termination
103.	Heidel, Jane P.	Heidel, Harry	26559	-	\$8,500.00	Stated Benefit With Securian at Termination
104.	Helgerson, Terry LaRue	Helgerson, Doretta	22346	\$6,580.00	\$6,580.00	
105.	Wells, Linda M.	Hensley, Frances	25762	-	\$6,380.00	Stated Benefit With Securian at Termination
106.	Estate of Doris M. Hertz	Hertz, Doris	22025	\$5,000.00	\$5,000.00	
107.	Crist, Donna / Hicks, Duane	Hicks, Robert	22352	\$7,100.00	\$7,100.00	
108.	Estate of Dorothy Ruth Higgitt	Higgitt, Dorothy	24581	\$5,380.00	\$5,380.00	
109.	Noles, Pamela	Hill, Elvira	23690	\$5,100.00	\$5,000.00	
110.	Hill, Barbara R	Hill, Clifford	23389	\$8,000.00	\$6,180.00	Stated Benefit With Securian at Termination
111.	Hoffman, Susan J.	Hoffman, Paul	22446	\$5,000.00	\$5,140.00	Stated Benefit With Securian at Termination
112.	Estate of Elizabeth Hoffman	Hoffman, Elizabeth	21426	\$5,700.00	\$5,700.00	
113.	Holland, Barbara Ann	Holland, Walter	23767	\$9,500.00	\$9,500.00	
114.	Maenhardt, Richard N.	Hollar, Ronald	21481	\$6,380.00	\$6,380.00	
115.	Haefner, Andrew M. Executor	Holmgren, Donald	24258	\$20,800.00	\$6,580.00	Stated Benefit With Securian at Termination
116.	Frank B Horner Liquidity Trust	Horner, Frank	24788	\$5,000.00	\$14,500.00	Stated Benefit With Securian at Termination
117.	Hughes, Helen L	Hughes, Thomas	21188	\$9,500.00	\$9,500.00	
118.	Hundley, Elizabeth R. (Beneficiary)	Hundley, Leroy	25046	\$5,000.00	\$5,000.00	
119.	Hunter, Betty L.	Hunter, Randall	22461	\$5,000.00	\$7,100.00	
120.	Thomas, Janie M	Hutcheson, Mary	24106	\$5,540.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
121.	Beneficiaries of Barbara Ann Hutcheson	Hutcheson, Barbara	22540	\$6,180.00	\$6,180.00	
122.	Hannon, Debra & Julius	Jackson, Amos	26149	\$5,000.00	\$5,860.00	
123.	James, Francis Eakes	James, Scott	22922	\$6,180.00	\$6,180.00	
124.	Janicki, Joseph Earl	Janicki, Anatol	25642	\$9,500.00	\$9,500.00	
125.	Johnson, Marjorie Gretchen	Johnson, Kenneth	21461	\$10,900.00	\$10,900.00	
126.	Johnson, Terry	Johnson, Joan	26211	\$25,000.00	\$6,180.00	Stated Benefit With Securian at Termination
127.	Josephsen, Jim	Josephsen, Gene	25123	\$8,500.00	\$8,500.00	
128.	Justice, James Donovan	Justice, Mollie	25399	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
129.	Kaufmann, Lawrence R., Executor	Kaufmann, Angela	22296	\$5,000.00	\$5,000.00	
130.	Keltner, Mary A.	Keltner, Donald	21772	\$6,380.00	\$6,380.00	
131.	Kief, Patricia	Kief, Ronald	22917	\$5,000.00	\$7,100.00	Stated Benefit With Securian at Termination
132.	Killian, Brian F	Killian, Shirley	22754	\$7,500.00	\$7,500.00	
133.	Kimmel, Allen P.	Kimmel, Allen	22725	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
134.	Caruso, Barbara King	King, Martha	23756	\$6,000.00	\$6,380.00	Stated Benefit With Securian at Termination
135.	Kline, Dorothy S.	Kline, Alfred	21848	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
136.	Knoth, James E.	Knoth, Beverly	23932	\$5,000.00	\$5,000.00	
137.	Kong, Jr., Edward H.	Kong, Joyce	24928	\$5,700.00	\$5,700.00	
138.	Kosowski, Charmaine A.	Kosowski, Edward	23374	\$6,780.00	\$6,780.00	
139.	Kukulka, Richard J.	Kukulka, Joan	23831	\$6,020.00	\$6,020.00	
140.	LaBruzza, Anthony	La Bruzza, Vincent	21910	\$40,000.00	\$8,500.00	Stated Benefit With Securian at Termination
141.	Estate of Samuel Joseph Lambert	Lambert, Samuel	25042	\$7,500.00	\$7,500.00	
142.	Larkin, Catherine C	Larkin, Catherine	21045	\$7,500.00	\$7,500.00	
143.	Laurel, Armando	Laurel, Armando	23851	\$5,700.00	\$5,700.00	
144.	John C. Lavery Revocable Trust	Lavery, John	21406	\$7,500.00	\$7,500.00	
145.	Lawson, Mauvline	Lawson, Mauvline	24070	\$5,000.00	\$5,000.00	
146.	Estate of Lois Lees	Lees, Lois	22642	\$7,100.00	\$7,100.00	
147.	Clemmer, Denise	Lewis, Richard	24424	\$5,000.00	\$7,100.00	
148.	Lieback, Mary	Lieback, Mary	24479	\$22,420.32	\$6,180.00	Stated Benefit With Securian at Termination
149.	Lodge, Cristina	Lodge, Patricia	21281	\$5,860.00	\$5,860.00	
150.	Lovings, James D.	Lovings, Minnie	21387	-	\$6,380.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
151.	Maionchi, Richard A	Maionchi, Geraldine	22728	\$5,000.00	\$5,000.00	
152.	The Manning Family Trust	Manning, Katherine	23655	\$6,580.00	\$6,580.00	
153.	Humphreys, Stanley W.	Mantych, Gerald	23235	\$8,500.00	\$8,500.00	
154.	Maslar, Veronica	Maslar, Veronica	24190	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
155.	Massi, David M.	Massi, Dolores	20825	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
156.	Massucci, Dorothy	Massucci, Dorothy	22263	\$5,380.00	\$5,380.00	
157.	Tousey, Susan K. Trustee	Mattson, Edna	21215	\$5,000.00	\$5,380.00	Stated Benefit With Securian at Termination
158.	McCarthy, Kenneth (Beneficiary)	Mc Carthy, Dorothy	24576	\$5,860.00	\$5,860.00	
159.	Mciver, Lynette (beneficiary of William H. McIver)	Mc Iver, William	23494	\$6,780.00	\$6,780.00	
160.	Naber, Kathy	Mc Kinnon, Betty	25757	\$5,000.00	\$5,000.00	
161.	McCall Smith, Tempie	Mccall, James	23483	-	\$5,000.00	Stated Benefit With Securian at Termination
162.	McConihay, Mary A.	Mcconihay, Ray	24178	-	\$6,780.00	Stated Benefit With Securian at Termination
163.	Heirs of Margaret A. Mead	Mead, Margaret	22233	\$5,380.00	\$5,380.00	
164.	Case, Paula	Melquist, Mary Ann	20841	\$10,000.00	\$5,180.00	Stated Benefit With Securian at Termination
165.	Menefee, Wanda	Menefee, Evelyn	21144	\$5,000.00	\$5,000.00	
166.	Nygaard, Larrygene Curtis	Milbert, Edith	23902	\$5,200.00	\$5,200.00	
167.	Barton, Sondra L	Miller, Norma	21452	\$5,000.00	\$5,000.00	
168.	Miller, Georgia M.	Miller, Gerold	20989	\$13,000.00	\$10,900.00	Stated Benefit With Securian at Termination
169.	Estate of Dwight L. Miller, Jr.	Miller, Dwight	24149	\$25,000.00	\$6,780.00	Stated Benefit With Securian at Termination
170.	Miller, Charlotte / Sowinski (Watson), Jerri	Miller, Charlotte	24250	\$5,000.00	\$5,000.00	
171.	Estate of Thomas J Millon	Millon, Thomas	23619	\$9,500.00	\$9,500.00	
172.	Minasian, Robert A.	Minasian, Rose	20873	\$9,000.00	\$5,000.00	Stated Benefit With Securian at Termination
173.	Berg, Cynthia Lynn	Moore, Burton	24041	\$6,000.00	\$6,580.00	Stated Benefit With Securian at Termination
174.	Moreno, Richard	Moreno, Richard	23740	\$10,620.00	\$6,180.00	Stated Benefit With Securian at Termination
175.	Morris, Audrey S.	Morris, Audrey	21570	\$5,540.00	\$5,540.00	
176.	Mowrer, Marthann	Mowrer, Eugene	23472	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
177.	Munoz, Tomas G	Munoz, Lola	23094	\$5,000.00	\$6,020.00	
178.	Yankowsky, Irene	Murphy, John	22334	\$6,380.00	\$6,380.00	
179.	Nelms, Bennie R.	Nelms, Jr, Claiborne	24529	\$32,000.00	\$14,500.00	Above threshold for Sears Retiree Class Membership, reduced to \$14,500
180.	Nelson, Dennis / Nelson, Timothy	Nelson, Evelyn	24385	\$5,000.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
181.	Leslie, Vickie L.	Neumann, Margaret	21645	\$5,380.00	\$5,380.00	
182.	Nikucki, Mark	Nikucki, John	26025	\$8,500.00	\$8,500.00	
183.	Good, Marilyn M.	O'Brien, Gladys	25503	\$5,540.00	\$5,540.00	
184.	Livingston Jr., Jack Edward	Oliver, Virginia	21283	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
185.	Quatralo, John A.	Palange, Sabina	21853	\$6,000.00	\$6,000.00	
186.	Place Family Trust	Place, Therese	25948	\$6,800.00	\$5,180.00	Stated Benefit With Securian at Termination
187.	Potter, Kathryn	Potter, Emma	21204	\$5,540.00	\$5,540.00	
188.	Presley, Linda D. & George S. (beneficiaries)	Presley, George	25342	\$6,580.00	\$6,580.00	
189.	Price, Rebecca G.	Price, David	23122	\$6,580.00	\$6,580.00	
190.	Prince, Gary L.	Prince, Edna	24425	\$12,000.00	\$5,000.00	Stated Benefit With Securian at Termination
191.	Pulskamp, Shirley M.	Pulskamp, Eugene	23498	\$6,780.00	\$6,780.00	
192.	Ramsey, Wilda M.	Ramsey, Wilda	22860	\$12,000.00	\$6,580.00	Stated Benefit With Securian at Termination
193.	Ramsey, Iris Ann	Ramsey, John	24713	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
194.	Reynolds, James P.	Reynolds, James	22590	\$5,000.00	\$5,000.00	
195.	Rezzuto, Mary P.	Rezzuto, Gene	23583	\$7,500.00	\$7,500.00	
196.	Richardson, Harold C.	Richardson, Harold	23315	-	\$9,500.00	Stated Benefit With Securian at Termination
197.	Bartram, Claudia M.	Riddle, Betty	21763	\$40,000.00	\$5,700.00	Stated Benefit With Securian at Termination
198.	Rios, Patsy	Rios, Richard	23135	\$5,000.00	\$5,000.00	
199.	Robbins, John	Robbins, Merle	24242	-	\$6,780.00	Stated Benefit With Securian at Termination
200.	Roberts, Betty A	Roberts, Virgil	22282	\$14,200.00	\$7,100.00	
201.	Roberts, Ellen	Roberts, Donald	21455	\$6,380.00	\$6,380.00	
202.	Rogala, Joseph John	Rogala, Mary	21259	\$7,500.00	\$7,500.00	
203.	Romero, Jean J.	Romero, Fred	26095	\$6,180.00	\$6,180.00	
204.	Rominski, Donald / Florendo, Linda (Beneficiaries)	Rominski, Lillian	22337	\$5,860.00	\$5,860.00	
205.	Bryan, Patricia Jo	Roseman, Delores	25983	\$5,700.00	\$5,700.00	
206.	Lawrence, Debbie	Rowe, Glen	24127	\$6,380.00	\$6,380.00	
207.	Saffioti, Thomas N. (Trust)	Saffioti, Thomas	20836	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
208.	Acosta, Sydney, Lauren & Alexandra, Sophia	Sanchez, Eulalia	22039	\$16,800.00	\$5,000.00	Stated Benefit With Securian at Termination
209.	Savage, Kenny / Estate of Thomas Savage	Savage, Corine	25915	\$6,380.00	\$6,380.00	
210.	Scammon, Steve	Scammon, Shirley	21227	-	\$5,260.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
211.	Schnitzer, Frederick C.	Schnitzer, Barbara	21969	\$5,000.00	\$5,000.00	
212.	Searcy , Jane M.	Searcy, Jane	25174	\$25,000.00	\$6,020.00	Stated Benefit With Securian at Termination
213.	Designated Beneficiaries of Margaret B Seth	Seth, Margaret	22311	\$5,000.00	\$5,000.00	
214.	Estate of Mary L. Shannon	Shannon, Mary	24066	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
215.	Skinner, James	Skinner, Avon	21151	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
216.	Smith, Frank J.	Smith, Frank	24800	\$7,100.00	\$7,100.00	
217.	Snyder, Emory (Beneficiary)	Snyder, Carmela	22984	\$7,500.00	\$7,500.00	
218.	Sokolowski, Ann Christine (Beneficiary)	Sokolowski, Steven	20948	\$6,580.00	\$6,580.00	
219.	Children of Dorothy D Southard	Southard, Dorothy	20778	\$6,180.00	\$6,180.00	
220.	Nagle, Joyce F. (Beneficiary)	Spare, Grace	25374	\$6,180.00	\$6,180.00	
221.	Spindler, Randy Lee	Spindler, Charles	23419	\$6,380.00	\$6,380.00	
222.	Christine B Spinks Trust	Spinks, Christine	23863	\$5,000.00	\$5,860.00	Stated Benefit With Securian at Termination
223.	Jeanette Staffa Trust	Staffa, Jeanette	25388	\$5,700.00	\$5,700.00	
224.	Virginia Steele Estate	Steele, Virginia	20872	\$18,800.00	\$6,380.00	Stated Benefit With Securian at Termination
225.	Steininger, Mary	Steininger, Edward	26473	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
226.	Engelgau, Karen, et. al.	Story, Geraldine	24312	\$5,260.00	\$5,260.00	
227.	Strine, Wilma N.	Strine, Richard	22239	\$10,900.00	\$10,900.00	
228.	Struckman, Kevin (Beneficiary)	Struckman, Gertrude	23056	\$5,860.00	\$5,860.00	
229.	Stute, Lucille Joann (Estate)	Stute, Lucille	21513	\$5,700.00	\$5,700.00	
230.	Sullenger, Christin U	Sullenger, Chrystine	25327	\$6,180.00	\$6,180.00	
231.	Sylvester, Kenneth, et . al.	Sylvester, Agnes	21019	\$5,380.00	\$5,380.00	
232.	Talevski, Liljana	Talevski, Pande	25715	-	\$6,180.00	Stated Benefit With Securian at Termination
233.	Garish, Sharlene	Taman, Barbara	25819	\$5,860.00	\$5,860.00	
234.	Matthews, Patricia Taylor	Taylor, Helen	24967	\$5,000.00	\$5,000.00	
235.	Temple, Worrell, et al.	Temple, Carolyn	25817	\$6,380.00	\$6,380.00	
236.	Tengwall, Colette (Beneficiary)	Tengwall, Delos	22611	\$8,500.00	\$8,500.00	
237.	Traillin, Bernice (Beneficiary)	Traillin, Julius	21200	\$7,500.00	\$7,500.00	
238.	Estate of Robert Treat	Treat, Robert	24372	\$405,000.00	\$5,000.00	Stated Benefit With Securian at Termination
239.	Blickley, Joyce R. (Beneficiary)	Trumbette, Lillian	25857	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
240.	Valdez, Joan Elaine	Valdez, Freddie	20853	\$6,380.00	\$6,380.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
241.	Valencia, Diana R.	Valencia, Jose	25575	\$13,500.00	\$5,000.00	Stated Benefit With Securian at Termination
242.	Viehweg, Patricia	Viehweg, Robert	21530	\$7,100.00	\$7,100.00	
243.	Vitale, Joan	Vitale, Robert	25258	\$6,020.00	\$6,020.00	
244.	Walker, Mary E. (Beneficiary)	Walker, Charles	25167	\$6,780.00	\$6,780.00	
245.	Washington, Sally M. / Williams, Ruby L.	Washington, Willie	25706	\$5,000.00	\$5,000.00	
246.	Grem, Melodie / Watkins, Curtis / Joinder, Susan	Watkins, Janette	26063	\$5,000.00	\$5,000.00	
247.	Weir, Jim Christie	Weir, Louise	24419	\$5,860.00	\$5,860.00	
248.	Weldon, Lylalee L.	Weldon, Edwin	26158	\$6,380.00	\$6,380.00	
249.	Weller, Wallace E.	Weller, Wallace	23667	-	\$6,020.00	Stated Benefit With Securian at Termination
250.	Estate of Joseph Werner	Werner, Joseph	20996	\$20,000.00	\$5,000.00	Stated Benefit With Securian at Termination
251.	Wessell, Michael D. / Wessel, Kim (Beneficiaries)	Wessell, Patricia	23493	\$5,000.00	\$5,100.00	Stated Benefit With Securian at Termination
252.	White, Keith M.	White, Roy	25604	\$6,380.00	\$6,380.00	
253.	Whitney, Steven L., Trustee	Whitney, Betty	25236	-	\$6,180.00	Stated Benefit With Securian at Termination
254.	Bratcher, Ann W	Wilhoit, Barbara	24005	\$5,700.00	\$5,700.00	
255.	Wilkins, William G.	Wilkins, Mary	22448	\$6,500.00	\$6,580.00	
256.	Willard, Kirk A., Executor	Williams, Ruth	23145	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
257.	Williams, Susan J.	Williams, Ronald	24716	\$7,100.00	\$7,100.00	
258.	Williams, Catherine W.	Williams, Marvin	20810	\$7,500.00	\$7,500.00	
259.	Lilla, Evelyn Wine	Wine, Angelina	25116	\$5,860.00	\$5,860.00	
260.	Wisel, Alice	Wisel, Maurice	21514	\$7,500.00	\$7,500.00	
261.	Wolfe, Mary Jane	Wolfe, Mary Jane	25305	\$1,500.00	\$5,700.00	Stated Benefit With Securian at Termination
262.	Vaughn, Judith	Woodard, Bonnie	22120	\$5,700.00	\$5,700.00	
263.	Wriston, Shirley McCarn	Wriston, Charley	26543	\$7,100.00	\$7,100.00	
264.	Sheehan, Eileen & Yakowenko, Gerald	Yakowenko, Olga	22504	\$5,180.00	\$5,180.00	
265.	Young, Allan R.	Young, Allan	24620	\$6,180.00	\$6,180.00	
266.	Estate of Eva Zahorai	Zahorai, Eva	22769	\$5,380.00	\$5,380.00	
267.	Davis, Juanita	Davis, Albert	24517	\$5,000.00	\$6,380.00	

Exhibit B

Claims Hearing Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

- Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: June 29, 2022 at 10:00 a.m. (Eastern Time)

Response Deadline: June 16, 2022 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP
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Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

THIS OBJECTION SEEKS TO DISALLOW IN PART CERTAIN FILED PROOFS OF CLAIM IN ACCORDANCE WITH AN ORDER OF THE BANKRUPTCY COURT. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL,
PHIL DIDONATO, ESQ., AT (212) 310-8636.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the “**Sale Order**”), approving the Debtors’ entry into that certain *Asset Purchase Agreement*, dated as of January 17, 2019 (as amended, restated, supplemented, or otherwise modified from time to time, the “**APA**”), between the Debtors and certain other sellers party thereto and Transform Hold Co. LLC (“**Transform**”), pursuant to which the Debtors sold substantially all their assets to Transform.

5. On July 9, 2019, the U.S. Trustee appointed the Official Committee of Retirees with Life Insurance Benefits of the Sears Holdings Corporation (the “**Retiree Committee**”) in accordance with the *Order Granting Motion of Retirees Pursuant to Section 1114(d) of the Bankruptcy Code For Appointment of a Committee of Retired Employees* (ECF No. 4357). The Retiree Committee appointed Wollmuth Maher & Deutsch LLP (“**Wollmuth**”) and the Law Offices of Michael M. Mulder (“**Mulder Law**”) as its co-counsel.

6. On October 9, 2019, the Court entered the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”), which (i) authorized the termination of the Sears Retiree Group Life Insurance Plan (the “**Retiree Plan**”) effective as of March 15, 2019, and (ii) authorized the Debtors to implement, and perform under, the terms of the settlement attached to the Retiree Benefits Order as Exhibit 1, and to take any and all actions that may be reasonably necessary or appropriate to effectuate the same.

7. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).

8. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (the "**Disclosure Statement**") (ECF No. 4390).²

Jurisdiction

9. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

10. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and the Retiree Benefit Order, seeking entry of an order allowing certain claims asserted in connection with the Sears Retiree Group Life Insurance Plan (collectively, the "**Recently Deceased Class Member Claims**") as administrative expense claims in the amounts set forth on **Exhibit A** (the "**Allowed Administrative Expense Claims**"). The Objection seeks to disallow in part certain portions of the Recently Deceased Class Member Claims in excess of the full stated benefit amount owed to the applicable Recently Deceased Class Member as set forth in Exhibit A.

11. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the "**Proposed Order**").

Allowed Administrative Expense Claims In Accordance with the Retiree Benefit Order

12. The settlement approved in the Retiree Benefit Order provides:

On the effective date of the Chapter 11 Plan, the Debtors shall establish an administrative claims reserve (the "**Administrative Claims Reserve**") in the amount of \$3 million that is to be used exclusively to pay allowed administrative claims of the estate or representative of any Class Member (as defined in the Stipulation)

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

that dies between the Termination Date and the date of the entry of an order of the Bankruptcy Court approving the modification of the Retiree Plan, and whose benefits under the Securian Financial Group Life Insurance Policy (the “**Securian Policy**”) have not been paid by Securian, subject to the requirements set forth below (each such estate or representative, a “**Recently Deceased Class Member**”).

13. The Objection seeks to allow the Recently Deceased Class Member Claims in the amounts set forth on **Exhibit A**. In accordance with the Retiree Benefit Order, the Debtors intend to satisfy the Allowed Administrative Expense Claims following the effective date of the Plan. The total amount of the allowed claims is approximately \$1.7 million. Therefore, the Debtors further seek to reduce the amount of the Administrative Claims (as defined in the Retiree Benefits Order) reserve to that amount.

Disallowance in Part of Asserted Recently Deceased Class Member Claims

14. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelpia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

15. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

16. The Retiree Benefit Order provides that each Recently Deceased Class Member shall be entitled an administrative expense claim to in the amount of his or her full benefit under the Securian Policy as of the March 15, 2019 termination date of such policy (the “**Termination Date**”). The Objection seeks to reduce certain of the asserted Recently Deceased Class Member Claims to the full amount of benefits such claimants are entitled to under the Securian Policy. The retiree Committee and its professionals, including Wollmuth and Mulder Law, provided the Debtors with the information and analysis necessary to prepare this Objection.

Reservation of Rights

17. The Debtors hereby reserve the right to object in the future to any of the Recently Deceased Class Member Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

18. Notice of this Objection has been provided in accordance with the procedures set forth in the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

19. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: May 26, 2022
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Recently Deceased Class Member Claims

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
1.	Gale, Joseph	Abrams, Patricia	24711	\$5,260.00	\$5,260.00	
2.	Adamkiewicz, Kenneth	Adamkiewicz, Kenneth	20701	\$7,500.00	\$7,500.00	
3.	Adamo, Carl, Trustee	Adamo, William	25011	\$10,278.46	\$7,500.00	Stated Benefit With Securian at Termination
4.	Estate of Paul Adams	Adams, Paul	22856	\$7,100.00	\$7,100.00	
5.	Alberts, Donald	Alberts, Eileen	21146	\$5,100.00	\$5,100.00	
6.	Araiza, Oscar	Araiza, Renee	24522	\$2,800.00	\$5,860.00	
7.	Vanselow, Elizabeth	Archer, Patricia	24092	\$5,020.00	\$5,020.00	
8.	Mattson, Sandra	Ault, Gaylord	23618	\$5,540.00	\$5,540.00	
9.	Baczynski, Harriet (Beneficiary)	Baczynski, Donald	26035	\$5,400.00	\$5,400.00	
10.	Bailey, Kathleen	Bailey, D. Richmond	25663	\$9,500.00	\$9,500.00	
11.	Perkin, Lynda / Tucker, Paula	Baker, Lloyd	25754	\$7,100.00	\$7,100.00	
12.	Barlow, Etta	Barlow, Etta	24438	\$15,500.00	\$5,000.00	Stated Benefit With Securian at Termination
13.	Barry, Susan	Barry, Robert	24223	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
14.	Smith, Marsha, Executor	Bates, Joe	22532	\$7,500.00	\$6,580.00	Stated Benefit With Securian at Termination
15.	Battles, Jr., Otis; et. al.	Battles, Cora	22249	\$5,000.00	\$5,000.00	
16.	Bauserman, Paul	Bauserman, Georgie	24429	\$7,100.00	\$7,100.00	
17.	Estate of Edward Bayer	Bayer, Edward	21823	\$9,500.00	\$9,500.00	
18.	Estate of Burnett S Bender	Bender, Burnett	25028	\$30,000.00	\$7,500.00	Stated Benefit With Securian at Termination
19.	Berry, John H.	Berry, Richard	22672	\$6,780.00	\$6,780.00	
20.	Bessler, Lillian Armstrong	Bessler, John	25529	\$7,100.00	\$7,100.00	
21.	Borr, Dorothy	Borr, Dorothy	22181	-	\$5,860.00	Stated Benefit With Securian at Termination
22.	Boyko, James P.	Boyko, Stanley	24388	\$5,000.00	\$5,000.00	
23.	Jones, Christine	Brennan, Robert	20760	-	\$6,380.00	Stated Benefit With Securian at Termination
24.	Estate of Samuel E. Bright	Bright, Samuel	24366	\$10,000.00	\$9,500.00	Stated Benefit With Securian at Termination
25.	Elam, Anne Sue (Beneficiary)	Broughton, Betty	20988	\$5,860.00	\$5,860.00	
26.	Sword, Karen E., Executrix	Brown, Alverta	25536	\$5,860.00	\$5,860.00	
27.	Bruce, Marjorie L.	Bruce, William	21131	\$5,000.00	\$5,000.00	
28.	Bryant, Gary	Bryant, Mary	24833	-	\$5,380.00	Stated Benefit With Securian at Termination
29.	Buresh, Carole	Buresh, James	22272	\$12,500.00	\$12,500.00	
30.	Callahan, Dennis Charles	Callahan, Dennis	24658	\$5,000.00	\$5,000.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
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Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
31.	Callis, Karen J. (Beneficiary)	Callis, Marie	22641	\$5,180.00	\$5,180.00	
32.	Carter, Angela Suzette	Carter, Alvin	22993	\$6,580.00	\$6,580.00	
33.	Castle, Jay Frank, Trustee	Castle, Frank	25664	\$13,400.00	\$7,100.00	Stated Benefit With Securian at Termination
34.	Caudle, Joyce Evelyn	Caudle, Robert	23727	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
35.	Cepak, Rudolph J.	Cepak, Rudolph	24063	-	\$5,000.00	
36.	Childers, Ethel Frances	Childers, Ethel	21105	\$5,000.00	\$6,180.00	Stated Benefit With Securian at Termination
37.	Chimenti, Patsy W.	Chimenti, Samuel	21347	-	\$8,500.00	Stated Benefit With Securian at Termination
38.	Chmiel, Thaddeus E.	Chmiel, Thaddeus	21992	\$10,500.00	\$6,780.00	Stated Benefit With Securian at Termination
39.	Colando, Patsey L.	Colando, Samuel	25114	\$5,000.00	\$5,000.00	
40.	Severino, Cynthia, Executor	Colapietro, Mary	21112	-	\$5,180.00	
41.	Collins, Ronald Douglas	Collins, Jo	22778	\$10,500.00	\$5,540.00	
42.	Compagno, Sam J.	Compagno, Sam	22312	\$5,000.00	\$12,500.00	
43.	Emery, Janet M., Executor	Conklin, Margaret	22623	\$5,380.00	\$5,380.00	
44.	Correll, Sarah J.	Correll, V.	24809	\$5,860.00	\$5,860.00	
45.	Coy, Daniel L	Coy, Melburn	22280	\$6,580.00	\$6,580.00	
46.	Giardina, Rebecca C., Executor	Coy, Edna	25998	-	\$5,380.00	Stated Benefit With Securian at Termination
47.	Taylor, Donna Jean	Crabtree, Billie	22265	\$6,580.00	\$6,580.00	
48.	Newberry, David, et. al.	Cramoline, Virginia	23903	\$6,000.00	\$5,000.00	
49.	Blofeld, Tammy L.	Cremeans, Christine	26243	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
50.	Cummings , Darold B.	Cummings, Doris	23415	\$5,180.00	\$5,180.00	
51.	Estate of Virginia Louise Curry	Curry, Virginia	26544	\$5,860.00	\$5,860.00	
52.	Dammers, Mary Ann C.	Dammers, Leonard	25127	\$5,000.00	\$7,500.00	
53.	Blackburn, Linda	Darlington, Ernestine	21515	\$6,380.00	\$6,380.00	
54.	Daudell, Florence, Beneficiary)	Daudell, Robert	24411	\$6,580.00	\$6,580.00	
55.	Davis, Lelva Joyce (Beneficiary)	Davis, Aubra	22070	\$7,100.00	\$7,100.00	
56.	Jordan, Eleanor J.	Davis, Albert	24157	\$3,000.00	\$6,380.00	Stated Benefit With Securian at Termination
57.	Hindson, Nancy	Deganne, Barbara	22437	\$5,000.00	\$5,000.00	
58.	Delane, Lila Mae	Delane, Robert	25285	-	\$6,780.00	Stated Benefit With Securian at Termination
59.	Nolan, Kathy J., Executor	Dendy, Aileen	25267	\$6,380.00	\$6,380.00	
60.	Derr, Erma S.	Derr, Paul	22882	\$9,500.00	\$9,500.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
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In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
61.	Doelitzsch, Evelyn	Doelitzsch, Eduard	24672	\$7,000.00	\$7,100.00	
62.	Stephenson, Laura A., Executrix / Ward, Paula E.	Donohue, Donald	22661	\$50,000.00	\$9,500.00	Stated Benefit With Securian at Termination
63.	Drummond, Michael K.	Drummond, Hilda	21170	\$5,000.00	\$5,180.00	Stated Benefit With Securian at Termination
64.	Dunbar, Michael K.	Dunbar, Donna	25945	-	\$6,020.00	Stated Benefit With Securian at Termination
65.	Duncan, Ronald E	Duncan, June	24389	\$5,860.00	\$5,860.00	
66.	Dunlap, Gerald Ellis	Dunlap, Martha	23052	\$7,100.00	\$7,100.00	
67.	Glies, Elizabeth	Durick, Andrew	26560	\$7,100.00	\$7,100.00	
68.	Durkin, Mary Anne	Durkin, James	22878	\$5,500.00	\$5,000.00	Stated Benefit With Securian at Termination
69.	Vines, Sharon E.	Eddy, Ruth	23376	\$5,380.00	\$5,380.00	
70.	Edson, Paula	Edson, William	22372	\$8,500.00	\$8,500.00	
71.	Edwards, Nora Lee	Edwards, Carter	24934	\$7,100.00	\$7,100.00	
72.	Embry, James D.	Embry, Janice	26001	\$6,020.00	\$6,020.00	
73.	Farthing, Joanne E.	Farthing, Earl	22317	\$6,580.00	\$6,580.00	
74.	Fitzgerald, Betty J.	Fitzgerald, Francis	21726	\$10,000.00	\$7,100.00	Stated Benefit With Securian at Termination
75.	Forth, William A.	Forth, Doris	21833	\$5,000.00	\$5,000.00	
76.	Hiromoto, Brenda M. / Fujimoto, Brent S.	Fujimoto, Catherine	22859	\$6,380.00	\$6,380.00	
77.	Lacer, Margie A.	Funk, Morris	23138	\$7,000.00	\$6,380.00	
78.	Brewer, Angela M	Gaddis, Maebell	21065	\$5,000.00	\$5,000.00	
79.	Garcia, Gloria	Garcia, Ramon	26562	\$6,380.00	\$6,380.00	
80.	Gerbing, Geraldine	Gerbing, Donald	21511	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
81.	Valdez, Patricia (Beneficiary)	Gienapp, Rebecca	22322	\$5,860.00	\$5,860.00	
82.	Gill, Joe Marvin Jr. Estate	Gill, Joe	21116	\$5,000.00	\$5,000.00	
83.	Jensen-Hansen, Lynda M.	Gilliland, Helen	24718	\$7,600.00	\$7,600.00	
84.	Glover, Annette	Glover, Harold	23839	\$6,380.00	\$6,380.00	
85.	Good, Bernadette M.	Good, Robert	24732	\$7,500.00	\$7,500.00	
86.	Bruno, Kathryn, Trustee	Good, Marian	21884	\$6,020.00	\$6,020.00	
87.	Goodloe, Milrene	Goodloe, Robert	24208	\$6,780.00	\$6,780.00	
88.	Brown, Carol	Gottung, Phyllis	22121	\$6,180.00	\$6,180.00	
89.	Estate of Josephine M. Gregorio	Gregorio, Josephine	25538	\$5,000.00	\$5,000.00	
90.	Greubel, Sharon G	Greubel, Gerald	20781	\$10,500.00	\$6,380.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
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In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
91.	Guthrie, Theresa	Grimas, Blanche	26557	-	\$6,180.00	Stated Benefit With Securian at Termination
92.	Gross, Gary J.	Gross, Harriet	26237	\$5,380.00	\$5,380.00	
93.	Sivak, Patricia (Beneficiary)	Grzeskiewicz, Dorothy	24939	\$6,580.00	\$6,580.00	
94.	Wozny, Kathleen	Gutkowski, Raymond	21931	\$5,000.00	\$5,000.00	
95.	Estate of Leonilla M Hall	Hall, Leonilla	21994	\$6,020.00	\$6,020.00	
96.	Hanewincked, Gerald L	Hanewinckel, Robert	25633	\$3,090.00	\$6,180.00	Stated Benefit With Securian at Termination
97.	Hardin, Oscar C.	Hardin, Oscar	25196	\$5,000.00	\$5,000.00	
98.	Fleisher, Suzanne K. / Dunlap, Sharon	Harrell, Elizabeth	26548	\$5,700.00	\$5,700.00	Stated Benefit With Securian at Termination
99.	La Roche, Mikki, Personal Representative	Harrell, Bettie	24008	\$5,000.00	\$5,000.00	
100.	Haskins, Eris A	Haskins, Eris	21257	\$6,180.00	\$6,180.00	
101.	Heagle, Robert	Heagle, Robert	21340	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
102.	Heckman, Lois M. (Beneficiary)	Heckman, Cloyd	21666	-	\$5,280.00	Stated Benefit With Securian at Termination
103.	Heidel, Jane P.	Heidel, Harry	26559	-	\$8,500.00	Stated Benefit With Securian at Termination
104.	Helgerson, Terry LaRue	Helgerson, Doretta	22346	\$6,580.00	\$6,580.00	
105.	Wells, Linda M.	Hensley, Frances	25762	-	\$6,380.00	Stated Benefit With Securian at Termination
106.	Estate of Doris M. Hertz	Hertz, Doris	22025	\$5,000.00	\$5,000.00	
107.	Crist, Donna / Hicks, Duane	Hicks, Robert	22352	\$7,100.00	\$7,100.00	
108.	Estate of Dorothy Ruth Higgitt	Higgitt, Dorothy	24581	\$5,380.00	\$5,380.00	
109.	Noles, Pamela	Hill, Elvira	23690	\$5,100.00	\$5,000.00	
110.	Hill, Barbara R	Hill, Clifford	23389	\$8,000.00	\$6,180.00	Stated Benefit With Securian at Termination
111.	Hoffman, Susan J.	Hoffman, Paul	22446	\$5,000.00	\$5,140.00	Stated Benefit With Securian at Termination
112.	Estate of Elizabeth Hoffman	Hoffman, Elizabeth	21426	\$5,700.00	\$5,700.00	
113.	Holland, Barbara Ann	Holland, Walter	23767	\$9,500.00	\$9,500.00	
114.	Maenhardt, Richard N.	Hollar, Ronald	21481	\$6,380.00	\$6,380.00	
115.	Haefner, Andrew M. Executor	Holmgren, Donald	24258	\$20,800.00	\$6,580.00	Stated Benefit With Securian at Termination
116.	Frank B Horner Liquidity Trust	Horner, Frank	24788	\$5,000.00	\$14,500.00	Stated Benefit With Securian at Termination
117.	Hughes, Helen L	Hughes, Thomas	21188	\$9,500.00	\$9,500.00	
118.	Hundley, Elizabeth R. (Beneficiary)	Hundley, Leroy	25046	\$5,000.00	\$5,000.00	
119.	Hunter, Betty L.	Hunter, Randall	22461	\$5,000.00	\$7,100.00	
120.	Thomas, Janie M	Hutcheson, Mary	24106	\$5,540.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
121.	Beneficiaries of Barbara Ann Hutcheson	Hutcheson, Barbara	22540	\$6,180.00	\$6,180.00	
122.	Hannon, Debra & Julius	Jackson, Amos	26149	\$5,000.00	\$5,860.00	
123.	James, Francis Eakes	James, Scott	22922	\$6,180.00	\$6,180.00	
124.	Janicki, Joseph Earl	Janicki, Anatol	25642	\$9,500.00	\$9,500.00	
125.	Johnson, Marjorie Gretchen	Johnson, Kenneth	21461	\$10,900.00	\$10,900.00	
126.	Johnson, Terry	Johnson, Joan	26211	\$25,000.00	\$6,180.00	Stated Benefit With Securian at Termination
127.	Josephsen, Jim	Josephsen, Gene	25123	\$8,500.00	\$8,500.00	
128.	Justice, James Donovan	Justice, Mollie	25399	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
129.	Kaufmann, Lawrence R., Executor	Kaufmann, Angela	22296	\$5,000.00	\$5,000.00	
130.	Keltner, Mary A.	Keltner, Donald	21772	\$6,380.00	\$6,380.00	
131.	Kief, Patricia	Kief, Ronald	22917	\$5,000.00	\$7,100.00	Stated Benefit With Securian at Termination
132.	Killian, Brian F	Killian, Shirley	22754	\$7,500.00	\$7,500.00	
133.	Kimmel, Allen P.	Kimmel, Allen	22725	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
134.	Caruso, Barbara King	King, Martha	23756	\$6,000.00	\$6,380.00	Stated Benefit With Securian at Termination
135.	Kline, Dorothy S.	Kline, Alfred	21848	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
136.	Knoth, James E.	Knoth, Beverly	23932	\$5,000.00	\$5,000.00	
137.	Kong, Jr., Edward H.	Kong, Joyce	24928	\$5,700.00	\$5,700.00	
138.	Kosowski, Charmaine A.	Kosowski, Edward	23374	\$6,780.00	\$6,780.00	
139.	Kukulka, Richard J.	Kukulka, Joan	23831	\$6,020.00	\$6,020.00	
140.	LaBruzza, Anthony	La Bruzza, Vincent	21910	\$40,000.00	\$8,500.00	Stated Benefit With Securian at Termination
141.	Estate of Samuel Joseph Lambert	Lambert, Samuel	25042	\$7,500.00	\$7,500.00	
142.	Larkin, Catherine C	Larkin, Catherine	21045	\$7,500.00	\$7,500.00	
143.	Laurel, Armando	Laurel, Armando	23851	\$5,700.00	\$5,700.00	
144.	John C. Lavery Revocable Trust	Lavery, John	21406	\$7,500.00	\$7,500.00	
145.	Lawson, Mauvline	Lawson, Mauvline	24070	\$5,000.00	\$5,000.00	
146.	Estate of Lois Lees	Lees, Lois	22642	\$7,100.00	\$7,100.00	
147.	Clemmer, Denise	Lewis, Richard	24424	\$5,000.00	\$7,100.00	
148.	Lieback, Mary	Lieback, Mary	24479	\$22,420.32	\$6,180.00	Stated Benefit With Securian at Termination
149.	Lodge, Cristina	Lodge, Patricia	21281	\$5,860.00	\$5,860.00	
150.	Lovings, James D.	Lovings, Minnie	21387	-	\$6,380.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
151.	Maionchi, Richard A	Maionchi, Geraldine	22728	\$5,000.00	\$5,000.00	
152.	The Manning Family Trust	Manning, Katherine	23655	\$6,580.00	\$6,580.00	
153.	Humphreys, Stanley W.	Mantych, Gerald	23235	\$8,500.00	\$8,500.00	
154.	Maslar, Veronica	Maslar, Veronica	24190	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
155.	Massi, David M.	Massi, Dolores	20825	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
156.	Massucci, Dorothy	Massucci, Dorothy	22263	\$5,380.00	\$5,380.00	
157.	Tousey, Susan K. Trustee	Mattson, Edna	21215	\$5,000.00	\$5,380.00	Stated Benefit With Securian at Termination
158.	McCarthy, Kenneth (Beneficiary)	Mc Carthy, Dorothy	24576	\$5,860.00	\$5,860.00	
159.	Mciver, Lynette (beneficiary of William H. McIver)	Mc Iver, William	23494	\$6,780.00	\$6,780.00	
160.	Naber, Kathy	Mc Kinnon, Betty	25757	\$5,000.00	\$5,000.00	
161.	McCall Smith, Tempie	Mccall, James	23483	-	\$5,000.00	Stated Benefit With Securian at Termination
162.	McConihay, Mary A.	Mcconihay, Ray	24178	-	\$6,780.00	Stated Benefit With Securian at Termination
163.	Heirs of Margaret A. Mead	Mead, Margaret	22233	\$5,380.00	\$5,380.00	
164.	Case, Paula	Melquist, Mary Ann	20841	\$10,000.00	\$5,180.00	Stated Benefit With Securian at Termination
165.	Menefee, Wanda	Menefee, Evelyn	21144	\$5,000.00	\$5,000.00	
166.	Nygaard, Larrygene Curtis	Milbert, Edith	23902	\$5,200.00	\$5,200.00	
167.	Barton, Sondra L	Miller, Norma	21452	\$5,000.00	\$5,000.00	
168.	Miller, Georgia M.	Miller, Gerold	20989	\$13,000.00	\$10,900.00	Stated Benefit With Securian at Termination
169.	Estate of Dwight L. Miller, Jr.	Miller, Dwight	24149	\$25,000.00	\$6,780.00	Stated Benefit With Securian at Termination
170.	Miller, Charlotte / Sowinski (Watson), Jerri	Miller, Charlotte	24250	\$5,000.00	\$5,000.00	
171.	Estate of Thomas J Millon	Millon, Thomas	23619	\$9,500.00	\$9,500.00	
172.	Minasian, Robert A.	Minasian, Rose	20873	\$9,000.00	\$5,000.00	Stated Benefit With Securian at Termination
173.	Berg, Cynthia Lynn	Moore, Burton	24041	\$6,000.00	\$6,580.00	Stated Benefit With Securian at Termination
174.	Moreno, Richard	Moreno, Richard	23740	\$10,620.00	\$6,180.00	Stated Benefit With Securian at Termination
175.	Morris, Audrey S.	Morris, Audrey	21570	\$5,540.00	\$5,540.00	
176.	Mowrer, Marthann	Mowrer, Eugene	23472	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
177.	Munoz, Tomas G	Munoz, Lola	23094	\$5,000.00	\$6,020.00	
178.	Yankowsky, Irene	Murphy, John	22334	\$6,380.00	\$6,380.00	
179.	Nelms, Bennie R.	Nelms, Jr, Claiborne	24529	\$32,000.00	\$14,500.00	Above threshold for Sears Retiree Class Membership, reduced to \$14,500
180.	Nelson, Dennis / Nelson, Timothy	Nelson, Evelyn	24385	\$5,000.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
181.	Leslie, Vickie L.	Neumann, Margaret	21645	\$5,380.00	\$5,380.00	
182.	Nikucki, Mark	Nikucki, John	26025	\$8,500.00	\$8,500.00	
183.	Good, Marilyn M.	O'Brien, Gladys	25503	\$5,540.00	\$5,540.00	
184.	Livingston Jr., Jack Edward	Oliver, Virginia	21283	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
185.	Quatrale, John A.	Palange, Sabina	21853	\$6,000.00	\$6,000.00	
186.	Place Family Trust	Place, Therese	25948	\$6,800.00	\$5,180.00	Stated Benefit With Securian at Termination
187.	Potter, Kathryn	Potter, Emma	21204	\$5,540.00	\$5,540.00	
188.	Presley, Linda D. & George S. (beneficiaries)	Presley, George	25342	\$6,580.00	\$6,580.00	
189.	Price, Rebecca G.	Price, David	23122	\$6,580.00	\$6,580.00	
190.	Prince, Gary L.	Prince, Edna	24425	\$12,000.00	\$5,000.00	Stated Benefit With Securian at Termination
191.	Pulskamp, Shirley M.	Pulskamp, Eugene	23498	\$6,780.00	\$6,780.00	
192.	Ramsey, Wilda M.	Ramsey, Wilda	22860	\$12,000.00	\$6,580.00	Stated Benefit With Securian at Termination
193.	Ramsey, Iris Ann	Ramsey, John	24713	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
194.	Reynolds, James P.	Reynolds, James	22590	\$5,000.00	\$5,000.00	
195.	Rezzuto, Mary P.	Rezzuto, Gene	23583	\$7,500.00	\$7,500.00	
196.	Richardson, Harold C.	Richardson, Harold	23315	-	\$9,500.00	Stated Benefit With Securian at Termination
197.	Bartram, Claudia M.	Riddle, Betty	21763	\$40,000.00	\$5,700.00	Stated Benefit With Securian at Termination
198.	Rios, Patsy	Rios, Richard	23135	\$5,000.00	\$5,000.00	
199.	Robbins, John	Robbins, Merle	24242	-	\$6,780.00	Stated Benefit With Securian at Termination
200.	Roberts, Betty A	Roberts, Virgil	22282	\$14,200.00	\$7,100.00	
201.	Roberts, Ellen	Roberts, Donald	21455	\$6,380.00	\$6,380.00	
202.	Rogala, Joseph John	Rogala, Mary	21259	\$7,500.00	\$7,500.00	
203.	Romero, Jean J.	Romero, Fred	26095	\$6,180.00	\$6,180.00	
204.	Rominski, Donald / Florendo, Linda (Beneficiaries)	Rominski, Lillian	22337	\$5,860.00	\$5,860.00	
205.	Bryan, Patricia Jo	Roseman, Delores	25983	\$5,700.00	\$5,700.00	
206.	Lawrence, Debbie	Rowe, Glen	24127	\$6,380.00	\$6,380.00	
207.	Saffioti, Thomas N. (Trust)	Saffioti, Thomas	20836	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
208.	Acosta, Sydney, Lauren & Alexandra, Sophia	Sanchez, Eulalia	22039	\$16,800.00	\$5,000.00	Stated Benefit With Securian at Termination
209.	Savage, Kenny / Estate of Thomas Savage	Savage, Corine	25915	\$6,380.00	\$6,380.00	
210.	Scammon, Steve	Scammon, Shirley	21227	-	\$5,260.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
211.	Schnitzer, Frederick C.	Schnitzer, Barbara	21969	\$5,000.00	\$5,000.00	
212.	Searcy , Jane M.	Searcy, Jane	25174	\$25,000.00	\$6,020.00	Stated Benefit With Securian at Termination
213.	Designated Beneficiaries of Margaret B Seth	Seth, Margaret	22311	\$5,000.00	\$5,000.00	
214.	Estate of Mary L. Shannon	Shannon, Mary	24066	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
215.	Skinner, James	Skinner, Avon	21151	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
216.	Smith, Frank J.	Smith, Frank	24800	\$7,100.00	\$7,100.00	
217.	Snyder, Emory (Beneficiary)	Snyder, Carmela	22984	\$7,500.00	\$7,500.00	
218.	Sokolowski, Ann Christine (Beneficiary)	Sokolowski, Steven	20948	\$6,580.00	\$6,580.00	
219.	Children of Dorothy D Southard	Southard, Dorothy	20778	\$6,180.00	\$6,180.00	
220.	Nagle, Joyce F. (Beneficiary)	Spare, Grace	25374	\$6,180.00	\$6,180.00	
221.	Spindler, Randy Lee	Spindler, Charles	23419	\$6,380.00	\$6,380.00	
222.	Christine B Spinks Trust	Spinks, Christine	23863	\$5,000.00	\$5,860.00	Stated Benefit With Securian at Termination
223.	Jeanette Staffa Trust	Staffa, Jeanette	25388	\$5,700.00	\$5,700.00	
224.	Virginia Steele Estate	Steele, Virginia	20872	\$18,800.00	\$6,380.00	Stated Benefit With Securian at Termination
225.	Steininger, Mary	Steininger, Edward	26473	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
226.	Engelgau, Karen, et. al.	Story, Geraldine	24312	\$5,260.00	\$5,260.00	
227.	Strine, Wilma N.	Strine, Richard	22239	\$10,900.00	\$10,900.00	
228.	Struckman, Kevin (Beneficiary)	Struckman, Gertrude	23056	\$5,860.00	\$5,860.00	
229.	Stute, Lucille Joann (Estate)	Stute, Lucille	21513	\$5,700.00	\$5,700.00	
230.	Sullenger, Christin U	Sullenger, Chrystine	25327	\$6,180.00	\$6,180.00	
231.	Sylvester, Kenneth, et . al.	Sylvester, Agnes	21019	\$5,380.00	\$5,380.00	
232.	Talevski, Liljana	Talevski, Pande	25715	-	\$6,180.00	Stated Benefit With Securian at Termination
233.	Garish, Sharlene	Taman, Barbara	25819	\$5,860.00	\$5,860.00	
234.	Matthews, Patricia Taylor	Taylor, Helen	24967	\$5,000.00	\$5,000.00	
235.	Temple, Worrell, et al.	Temple, Carolyn	25817	\$6,380.00	\$6,380.00	
236.	Tengwall, Colette (Beneficiary)	Tengwall, Delos	22611	\$8,500.00	\$8,500.00	
237.	Traillin, Bernice (Beneficiary)	Traillin, Julius	21200	\$7,500.00	\$7,500.00	
238.	Estate of Robert Treat	Treat, Robert	24372	\$405,000.00	\$5,000.00	Stated Benefit With Securian at Termination
239.	Blickley, Joyce R. (Beneficiary)	Trumbette, Lillian	25857	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
240.	Valdez, Joan Elaine	Valdez, Freddie	20853	\$6,380.00	\$6,380.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
241.	Valencia, Diana R.	Valencia, Jose	25575	\$13,500.00	\$5,000.00	Stated Benefit With Securian at Termination
242.	Viehweg, Patricia	Viehweg, Robert	21530	\$7,100.00	\$7,100.00	
243.	Vitale, Joan	Vitale, Robert	25258	\$6,020.00	\$6,020.00	
244.	Walker, Mary E. (Beneficiary)	Walker, Charles	25167	\$6,780.00	\$6,780.00	
245.	Washington, Sally M. / Williams, Ruby L.	Washington, Willie	25706	\$5,000.00	\$5,000.00	
246.	Grem, Melodie / Watkins, Curtis / Joinder, Susan	Watkins, Janette	26063	\$5,000.00	\$5,000.00	
247.	Weir, Jim Christie	Weir, Louise	24419	\$5,860.00	\$5,860.00	
248.	Weldon, Lylalee L.	Weldon, Edwin	26158	\$6,380.00	\$6,380.00	
249.	Weller, Wallace E.	Weller, Wallace	23667	-	\$6,020.00	Stated Benefit With Securian at Termination
250.	Estate of Joseph Werner	Werner, Joseph	20996	\$20,000.00	\$5,000.00	Stated Benefit With Securian at Termination
251.	Wessell, Michael D. / Wessel, Kim (Beneficiaries)	Wessell, Patricia	23493	\$5,000.00	\$5,100.00	Stated Benefit With Securian at Termination
252.	White, Keith M.	White, Roy	25604	\$6,380.00	\$6,380.00	
253.	Whitney, Steven L., Trustee	Whitney, Betty	25236	-	\$6,180.00	Stated Benefit With Securian at Termination
254.	Bratcher, Ann W	Wilhoit, Barbara	24005	\$5,700.00	\$5,700.00	
255.	Wilkins, William G.	Wilkins, Mary	22448	\$6,500.00	\$6,580.00	
256.	Willard, Kirk A., Executor	Williams, Ruth	23145	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
257.	Williams, Susan J.	Williams, Ronald	24716	\$7,100.00	\$7,100.00	
258.	Williams, Catherine W.	Williams, Marvin	20810	\$7,500.00	\$7,500.00	
259.	Lilla, Evelyn Wine	Wine, Angelina	25116	\$5,860.00	\$5,860.00	
260.	Wisel, Alice	Wisel, Maurice	21514	\$7,500.00	\$7,500.00	
261.	Wolfe, Mary Jane	Wolfe, Mary Jane	25305	\$1,500.00	\$5,700.00	Stated Benefit With Securian at Termination
262.	Vaughn, Judith	Woodard, Bonnie	22120	\$5,700.00	\$5,700.00	
263.	Wriston, Shirley McCarn	Wriston, Charley	26543	\$7,100.00	\$7,100.00	
264.	Sheehan, Eileen & Yakowenko, Gerald	Yakowenko, Olga	22504	\$5,180.00	\$5,180.00	
265.	Young, Allan R.	Young, Allan	24620	\$6,180.00	\$6,180.00	
266.	Estate of Eva Zahorai	Zahorai, Eva	22769	\$5,380.00	\$5,380.00	
267.	Davis, Juanita	Davis, Albert	24517	\$5,000.00	\$6,380.00	

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS'
FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS)**

Upon the *Debtors' Forty-Sixth Omnibus Objection to Proofs of Claim (Allowing Recently Deceased Class Member Claims)*, filed on _____, 2022 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”) and section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), all as more fully set forth in

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to the Retiree Benefits Order and section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Recently Deceased Class Member Claim listed on **Exhibit 1** annexed hereto is allowed as an administrative expense claim in the chapter 11 case of Sears Roebuck & Co. in the amount indicated in the column labeled “Allowed Administrative

Expense Claim.” Pursuant to the Retiree Benefits Order, no other claimants are entitled to share in the Administrative Claims Reserve (as defined in the Retiree Benefits Order).

3. The Administrative Claims Reserve shall be reduced by the aggregate amount of Allowed Administrative Expense Claims, and, pursuant to the Retiree Benefits Order, any excess amounts in the Administrative Claims Reserve shall be made available for distribution in accordance with the Plan.

4. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2022
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Recently Deceased Class Member Claims

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
1.	Gale, Joseph	Abrams, Patricia	24711	\$5,260.00	\$5,260.00	
2.	Adamkiewicz, Kenneth	Adamkiewicz, Kenneth	20701	\$7,500.00	\$7,500.00	
3.	Adamo, Carl, Trustee	Adamo, William	25011	\$10,278.46	\$7,500.00	Stated Benefit With Securian at Termination
4.	Estate of Paul Adams	Adams, Paul	22856	\$7,100.00	\$7,100.00	
5.	Alberts, Donald	Alberts, Eileen	21146	\$5,100.00	\$5,100.00	
6.	Araiza, Oscar	Araiza, Renee	24522	\$2,800.00	\$5,860.00	
7.	Vanselow, Elizabeth	Archer, Patricia	24092	\$5,020.00	\$5,020.00	
8.	Mattson, Sandra	Ault, Gaylord	23618	\$5,540.00	\$5,540.00	
9.	Baczynski, Harriet (Beneficiary)	Baczynski, Donald	26035	\$5,400.00	\$5,400.00	
10.	Bailey, Kathleen	Bailey, D. Richmond	25663	\$9,500.00	\$9,500.00	
11.	Perkin, Lynda / Tucker, Paula	Baker, Lloyd	25754	\$7,100.00	\$7,100.00	
12.	Barlow, Etta	Barlow, Etta	24438	\$15,500.00	\$5,000.00	Stated Benefit With Securian at Termination
13.	Barry, Susan	Barry, Robert	24223	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
14.	Smith, Marsha, Executor	Bates, Joe	22532	\$7,500.00	\$6,580.00	Stated Benefit With Securian at Termination
15.	Battles, Jr., Otis; et. al.	Battles, Cora	22249	\$5,000.00	\$5,000.00	
16.	Bauserman, Paul	Bauserman, Georgie	24429	\$7,100.00	\$7,100.00	
17.	Estate of Edward Bayer	Bayer, Edward	21823	\$9,500.00	\$9,500.00	
18.	Estate of Burnett S Bender	Bender, Burnett	25028	\$30,000.00	\$7,500.00	Stated Benefit With Securian at Termination
19.	Berry, John H.	Berry, Richard	22672	\$6,780.00	\$6,780.00	
20.	Bessler, Lillian Armstrong	Bessler, John	25529	\$7,100.00	\$7,100.00	
21.	Borr, Dorothy	Borr, Dorothy	22181	-	\$5,860.00	Stated Benefit With Securian at Termination
22.	Boyko, James P.	Boyko, Stanley	24388	\$5,000.00	\$5,000.00	
23.	Jones, Christine	Brennan, Robert	20760	-	\$6,380.00	Stated Benefit With Securian at Termination
24.	Estate of Samuel E. Bright	Bright, Samuel	24366	\$10,000.00	\$9,500.00	Stated Benefit With Securian at Termination
25.	Elam, Anne Sue (Beneficiary)	Broughton, Betty	20988	\$5,860.00	\$5,860.00	
26.	Sword, Karen E., Executrix	Brown, Alverta	25536	\$5,860.00	\$5,860.00	
27.	Bruce, Marjorie L.	Bruce, William	21131	\$5,000.00	\$5,000.00	
28.	Bryant, Gary	Bryant, Mary	24833	-	\$5,380.00	Stated Benefit With Securian at Termination
29.	Buresh, Carole	Buresh, James	22272	\$12,500.00	\$12,500.00	
30.	Callahan, Dennis Charles	Callahan, Dennis	24658	\$5,000.00	\$5,000.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
31.	Callis, Karen J. (Beneficiary)	Callis, Marie	22641	\$5,180.00	\$5,180.00	
32.	Carter, Angela Suzette	Carter, Alvin	22993	\$6,580.00	\$6,580.00	
33.	Castle, Jay Frank, Trustee	Castle, Frank	25664	\$13,400.00	\$7,100.00	Stated Benefit With Securian at Termination
34.	Caudle, Joyce Evelyn	Caudle, Robert	23727	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
35.	Cepak, Rudolph J.	Cepak, Rudolph	24063	-	\$5,000.00	
36.	Childers, Ethel Frances	Childers, Ethel	21105	\$5,000.00	\$6,180.00	Stated Benefit With Securian at Termination
37.	Chimenti, Patsy W.	Chimenti, Samuel	21347	-	\$8,500.00	Stated Benefit With Securian at Termination
38.	Chmiel, Thaddeus E.	Chmiel, Thaddeus	21992	\$10,500.00	\$6,780.00	Stated Benefit With Securian at Termination
39.	Colando, Patsey L.	Colando, Samuel	25114	\$5,000.00	\$5,000.00	
40.	Severino, Cynthia, Executor	Colapietro, Mary	21112	-	\$5,180.00	
41.	Collins, Ronald Douglas	Collins, Jo	22778	\$10,500.00	\$5,540.00	
42.	Compagno, Sam J.	Compagno, Sam	22312	\$5,000.00	\$12,500.00	
43.	Emery, Janet M., Executor	Conklin, Margaret	22623	\$5,380.00	\$5,380.00	
44.	Correll, Sarah J.	Correll, V.	24809	\$5,860.00	\$5,860.00	
45.	Coy, Daniel L	Coy, Melburn	22280	\$6,580.00	\$6,580.00	
46.	Giardina, Rebecca C., Executor	Coy, Edna	25998	-	\$5,380.00	Stated Benefit With Securian at Termination
47.	Taylor, Donna Jean	Crabtree, Billie	22265	\$6,580.00	\$6,580.00	
48.	Newberry, David, et. al.	Cramoline, Virginia	23903	\$6,000.00	\$5,000.00	
49.	Blofeld, Tammy L.	Cremeans, Christine	26243	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
50.	Cummings , Darold B.	Cummings, Doris	23415	\$5,180.00	\$5,180.00	
51.	Estate of Virginia Louise Curry	Curry, Virginia	26544	\$5,860.00	\$5,860.00	
52.	Dammers, Mary Ann C.	Dammers, Leonard	25127	\$5,000.00	\$7,500.00	
53.	Blackburn, Linda	Darlington, Ernestine	21515	\$6,380.00	\$6,380.00	
54.	Daudell, Florence, Beneficiary)	Daudell, Robert	24411	\$6,580.00	\$6,580.00	
55.	Davis, Lelva Joyce (Beneficiary)	Davis, Aubra	22070	\$7,100.00	\$7,100.00	
56.	Jordan, Eleanor J.	Davis, Albert	24157	\$3,000.00	\$6,380.00	Stated Benefit With Securian at Termination
57.	Hindson, Nancy	Deganne, Barbara	22437	\$5,000.00	\$5,000.00	
58.	Delane, Lila Mae	Delane, Robert	25285	-	\$6,780.00	Stated Benefit With Securian at Termination
59.	Nolan, Kathy J., Executor	Dendy, Aileen	25267	\$6,380.00	\$6,380.00	
60.	Derr, Erma S.	Derr, Paul	22882	\$9,500.00	\$9,500.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
61.	Doelitzsch, Evelyn	Doelitzsch, Eduard	24672	\$7,000.00	\$7,100.00	
62.	Stephenson, Laura A., Executrix / Ward, Paula E.	Donohue, Donald	22661	\$50,000.00	\$9,500.00	Stated Benefit With Securian at Termination
63.	Drummond, Michael K.	Drummond, Hilda	21170	\$5,000.00	\$5,180.00	Stated Benefit With Securian at Termination
64.	Dunbar, Michael K.	Dunbar, Donna	25945	-	\$6,020.00	Stated Benefit With Securian at Termination
65.	Duncan, Ronald E	Duncan, June	24389	\$5,860.00	\$5,860.00	
66.	Dunlap, Gerald Ellis	Dunlap, Martha	23052	\$7,100.00	\$7,100.00	
67.	Glies, Elizabeth	Durick, Andrew	26560	\$7,100.00	\$7,100.00	
68.	Durkin, Mary Anne	Durkin, James	22878	\$5,500.00	\$5,000.00	Stated Benefit With Securian at Termination
69.	Vines, Sharon E.	Eddy, Ruth	23376	\$5,380.00	\$5,380.00	
70.	Edson, Paula	Edson, William	22372	\$8,500.00	\$8,500.00	
71.	Edwards, Nora Lee	Edwards, Carter	24934	\$7,100.00	\$7,100.00	
72.	Embry, James D.	Embry, Janice	26001	\$6,020.00	\$6,020.00	
73.	Farthing, Joanne E.	Farthing, Earl	22317	\$6,580.00	\$6,580.00	
74.	Fitzgerald, Betty J.	Fitzgerald, Francis	21726	\$10,000.00	\$7,100.00	Stated Benefit With Securian at Termination
75.	Forth, William A.	Forth, Doris	21833	\$5,000.00	\$5,000.00	
76.	Hiromoto, Brenda M. / Fujimoto, Brent S.	Fujimoto, Catherine	22859	\$6,380.00	\$6,380.00	
77.	Lacer, Margie A.	Funk, Morris	23138	\$7,000.00	\$6,380.00	
78.	Brewer, Angela M	Gaddis, Maebell	21065	\$5,000.00	\$5,000.00	
79.	Garcia, Gloria	Garcia, Ramon	26562	\$6,380.00	\$6,380.00	
80.	Gerbing, Geraldine	Gerbing, Donald	21511	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
81.	Valdez, Patricia (Beneficiary)	Gienapp, Rebecca	22322	\$5,860.00	\$5,860.00	
82.	Gill, Joe Marvin Jr. Estate	Gill, Joe	21116	\$5,000.00	\$5,000.00	
83.	Jensen-Hansen, Lynda M.	Gilliland, Helen	24718	\$7,600.00	\$7,600.00	
84.	Glover, Annette	Glover, Harold	23839	\$6,380.00	\$6,380.00	
85.	Good, Bernadette M.	Good, Robert	24732	\$7,500.00	\$7,500.00	
86.	Bruno, Kathryn, Trustee	Good, Marian	21884	\$6,020.00	\$6,020.00	
87.	Goodloe, Milrene	Goodloe, Robert	24208	\$6,780.00	\$6,780.00	
88.	Brown, Carol	Gottung, Phyllis	22121	\$6,180.00	\$6,180.00	
89.	Estate of Josephine M. Gregorio	Gregorio, Josephine	25538	\$5,000.00	\$5,000.00	
90.	Greubel, Sharon G	Greubel, Gerald	20781	\$10,500.00	\$6,380.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
91.	Guthrie, Theresa	Grimas, Blanche	26557	-	\$6,180.00	Stated Benefit With Securian at Termination
92.	Gross, Gary J.	Gross, Harriet	26237	\$5,380.00	\$5,380.00	
93.	Sivak, Patricia (Beneficiary)	Grzeskiewicz, Dorothy	24939	\$6,580.00	\$6,580.00	
94.	Wozny, Kathleen	Gutkowski, Raymond	21931	\$5,000.00	\$5,000.00	
95.	Estate of Leonilla M Hall	Hall, Leonilla	21994	\$6,020.00	\$6,020.00	
96.	Hanewincked, Gerald L	Hanewinckel, Robert	25633	\$3,090.00	\$6,180.00	Stated Benefit With Securian at Termination
97.	Hardin, Oscar C.	Hardin, Oscar	25196	\$5,000.00	\$5,000.00	
98.	Fleisher, Suzanne K. / Dunlap, Sharon	Harrell, Elizabeth	26548	\$5,700.00	\$5,700.00	Stated Benefit With Securian at Termination
99.	La Roche, Mikki, Personal Representative	Harrell, Bettie	24008	\$5,000.00	\$5,000.00	
100.	Haskins, Eris A	Haskins, Eris	21257	\$6,180.00	\$6,180.00	
101.	Heagle, Robert	Heagle, Robert	21340	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
102.	Heckman, Lois M. (Beneficiary)	Heckman, Cloyd	21666	-	\$5,280.00	Stated Benefit With Securian at Termination
103.	Heidel, Jane P.	Heidel, Harry	26559	-	\$8,500.00	Stated Benefit With Securian at Termination
104.	Helgersen, Terry LaRue	Helgersen, Doretta	22346	\$6,580.00	\$6,580.00	
105.	Wells, Linda M.	Hensley, Frances	25762	-	\$6,380.00	Stated Benefit With Securian at Termination
106.	Estate of Doris M. Hertz	Hertz, Doris	22025	\$5,000.00	\$5,000.00	
107.	Crist, Donna / Hicks, Duane	Hicks, Robert	22352	\$7,100.00	\$7,100.00	
108.	Estate of Dorothy Ruth Higgitt	Higgitt, Dorothy	24581	\$5,380.00	\$5,380.00	
109.	Noles, Pamela	Hill, Elvira	23690	\$5,100.00	\$5,000.00	
110.	Hill, Barbara R	Hill, Clifford	23389	\$8,000.00	\$6,180.00	Stated Benefit With Securian at Termination
111.	Hoffman, Susan J.	Hoffman, Paul	22446	\$5,000.00	\$5,140.00	Stated Benefit With Securian at Termination
112.	Estate of Elizabeth Hoffman	Hoffman, Elizabeth	21426	\$5,700.00	\$5,700.00	
113.	Holland, Barbara Ann	Holland, Walter	23767	\$9,500.00	\$9,500.00	
114.	Maenhardt, Richard N.	Hollar, Ronald	21481	\$6,380.00	\$6,380.00	
115.	Haefner, Andrew M. Executor	Holmgren, Donald	24258	\$20,800.00	\$6,580.00	Stated Benefit With Securian at Termination
116.	Frank B Horner Liquidity Trust	Horner, Frank	24788	\$5,000.00	\$14,500.00	Stated Benefit With Securian at Termination
117.	Hughes, Helen L	Hughes, Thomas	21188	\$9,500.00	\$9,500.00	
118.	Hundley, Elizabeth R. (Beneficiary)	Hundley, Leroy	25046	\$5,000.00	\$5,000.00	
119.	Hunter, Betty L.	Hunter, Randall	22461	\$5,000.00	\$7,100.00	
120.	Thomas, Janie M	Hutcheson, Mary	24106	\$5,540.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
121.	Beneficiaries of Barbara Ann Hutcheson	Hutcheson, Barbara	22540	\$6,180.00	\$6,180.00	
122.	Hannon, Debra & Julius	Jackson, Amos	26149	\$5,000.00	\$5,860.00	
123.	James, Francis Eakes	James, Scott	22922	\$6,180.00	\$6,180.00	
124.	Janicki, Joseph Earl	Janicki, Anatol	25642	\$9,500.00	\$9,500.00	
125.	Johnson, Marjorie Gretchen	Johnson, Kenneth	21461	\$10,900.00	\$10,900.00	
126.	Johnson, Terry	Johnson, Joan	26211	\$25,000.00	\$6,180.00	Stated Benefit With Securian at Termination
127.	Josephsen, Jim	Josephsen, Gene	25123	\$8,500.00	\$8,500.00	
128.	Justice, James Donovan	Justice, Mollie	25399	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
129.	Kaufmann, Lawrence R., Executor	Kaufmann, Angela	22296	\$5,000.00	\$5,000.00	
130.	Keltner, Mary A.	Keltner, Donald	21772	\$6,380.00	\$6,380.00	
131.	Kief, Patricia	Kief, Ronald	22917	\$5,000.00	\$7,100.00	Stated Benefit With Securian at Termination
132.	Killian, Brian F	Killian, Shirley	22754	\$7,500.00	\$7,500.00	
133.	Kimmel, Allen P.	Kimmel, Allen	22725	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
134.	Caruso, Barbara King	King, Martha	23756	\$6,000.00	\$6,380.00	Stated Benefit With Securian at Termination
135.	Kline, Dorothy S.	Kline, Alfred	21848	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
136.	Knoth, James E.	Knoth, Beverly	23932	\$5,000.00	\$5,000.00	
137.	Kong, Jr., Edward H.	Kong, Joyce	24928	\$5,700.00	\$5,700.00	
138.	Kosowski, Charmaine A.	Kosowski, Edward	23374	\$6,780.00	\$6,780.00	
139.	Kukulka, Richard J.	Kukulka, Joan	23831	\$6,020.00	\$6,020.00	
140.	LaBruzza, Anthony	La Bruzza, Vincent	21910	\$40,000.00	\$8,500.00	Stated Benefit With Securian at Termination
141.	Estate of Samuel Joseph Lambert	Lambert, Samuel	25042	\$7,500.00	\$7,500.00	
142.	Larkin, Catherine C	Larkin, Catherine	21045	\$7,500.00	\$7,500.00	
143.	Laurel, Armando	Laurel, Armando	23851	\$5,700.00	\$5,700.00	
144.	John C. Lavery Revocable Trust	Lavery, John	21406	\$7,500.00	\$7,500.00	
145.	Lawson, Mauvline	Lawson, Mauvline	24070	\$5,000.00	\$5,000.00	
146.	Estate of Lois Lees	Lees, Lois	22642	\$7,100.00	\$7,100.00	
147.	Clemmer, Denise	Lewis, Richard	24424	\$5,000.00	\$7,100.00	
148.	Lieback, Mary	Lieback, Mary	24479	\$22,420.32	\$6,180.00	Stated Benefit With Securian at Termination
149.	Lodge, Cristina	Lodge, Patricia	21281	\$5,860.00	\$5,860.00	
150.	Lovings, James D.	Lovings, Minnie	21387	-	\$6,380.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
151.	Maionchi, Richard A	Maionchi, Geraldine	22728	\$5,000.00	\$5,000.00	
152.	The Manning Family Trust	Manning, Katherine	23655	\$6,580.00	\$6,580.00	
153.	Humphreys, Stanley W.	Mantych, Gerald	23235	\$8,500.00	\$8,500.00	
154.	Maslar, Veronica	Maslar, Veronica	24190	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
155.	Massi, David M.	Massi, Dolores	20825	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
156.	Massucci, Dorothy	Massucci, Dorothy	22263	\$5,380.00	\$5,380.00	
157.	Tousey, Susan K. Trustee	Mattson, Edna	21215	\$5,000.00	\$5,380.00	Stated Benefit With Securian at Termination
158.	McCarthy, Kenneth (Beneficiary)	Mc Carthy, Dorothy	24576	\$5,860.00	\$5,860.00	
159.	Mciver, Lynette (beneficiary of William H. McIver)	Mc Iver, William	23494	\$6,780.00	\$6,780.00	
160.	Naber, Kathy	Mc Kinnon, Betty	25757	\$5,000.00	\$5,000.00	
161.	McCall Smith, Tempie	Mccall, James	23483	-	\$5,000.00	Stated Benefit With Securian at Termination
162.	McConihay, Mary A.	Mcconihay, Ray	24178	-	\$6,780.00	Stated Benefit With Securian at Termination
163.	Heirs of Margaret A. Mead	Mead, Margaret	22233	\$5,380.00	\$5,380.00	
164.	Case, Paula	Melquist, Mary Ann	20841	\$10,000.00	\$5,180.00	Stated Benefit With Securian at Termination
165.	Menefee, Wanda	Menefee, Evelyn	21144	\$5,000.00	\$5,000.00	
166.	Nygaard, Larrygene Curtis	Milbert, Edith	23902	\$5,200.00	\$5,200.00	
167.	Barton, Sondra L	Miller, Norma	21452	\$5,000.00	\$5,000.00	
168.	Miller, Georgia M.	Miller, Gerold	20989	\$13,000.00	\$10,900.00	Stated Benefit With Securian at Termination
169.	Estate of Dwight L. Miller, Jr.	Miller, Dwight	24149	\$25,000.00	\$6,780.00	Stated Benefit With Securian at Termination
170.	Miller, Charlotte / Sowinski (Watson), Jerri	Miller, Charlotte	24250	\$5,000.00	\$5,000.00	
171.	Estate of Thomas J Millon	Millon, Thomas	23619	\$9,500.00	\$9,500.00	
172.	Minasian, Robert A.	Minasian, Rose	20873	\$9,000.00	\$5,000.00	Stated Benefit With Securian at Termination
173.	Berg, Cynthia Lynn	Moore, Burton	24041	\$6,000.00	\$6,580.00	Stated Benefit With Securian at Termination
174.	Moreno, Richard	Moreno, Richard	23740	\$10,620.00	\$6,180.00	Stated Benefit With Securian at Termination
175.	Morris, Audrey S.	Morris, Audrey	21570	\$5,540.00	\$5,540.00	
176.	Mowrer, Marthann	Mowrer, Eugene	23472	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
177.	Munoz, Tomas G	Munoz, Lola	23094	\$5,000.00	\$6,020.00	
178.	Yankowsky, Irene	Murphy, John	22334	\$6,380.00	\$6,380.00	
179.	Nelms, Bennie R.	Nelms, Jr, Claiborne	24529	\$32,000.00	\$14,500.00	Above threshold for Sears Retiree Class Membership, reduced to \$14,500
180.	Nelson, Dennis / Nelson, Timothy	Nelson, Evelyn	24385	\$5,000.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
181.	Leslie, Vickie L.	Neumann, Margaret	21645	\$5,380.00	\$5,380.00	
182.	Nikucki, Mark	Nikucki, John	26025	\$8,500.00	\$8,500.00	
183.	Good, Marilyn M.	O'Brien, Gladys	25503	\$5,540.00	\$5,540.00	
184.	Livingston Jr., Jack Edward	Oliver, Virginia	21283	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
185.	Quatrale, John A.	Palange, Sabina	21853	\$6,000.00	\$6,000.00	
186.	Place Family Trust	Place, Therese	25948	\$6,800.00	\$5,180.00	Stated Benefit With Securian at Termination
187.	Potter, Kathryn	Potter, Emma	21204	\$5,540.00	\$5,540.00	
188.	Presley, Linda D. & George S. (beneficiaries)	Presley, George	25342	\$6,580.00	\$6,580.00	
189.	Price, Rebecca G.	Price, David	23122	\$6,580.00	\$6,580.00	
190.	Prince, Gary L.	Prince, Edna	24425	\$12,000.00	\$5,000.00	Stated Benefit With Securian at Termination
191.	Pulskamp, Shirley M.	Pulskamp, Eugene	23498	\$6,780.00	\$6,780.00	
192.	Ramsey, Wilda M.	Ramsey, Wilda	22860	\$12,000.00	\$6,580.00	Stated Benefit With Securian at Termination
193.	Ramsey, Iris Ann	Ramsey, John	24713	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
194.	Reynolds, James P.	Reynolds, James	22590	\$5,000.00	\$5,000.00	
195.	Rezzuto, Mary P.	Rezzuto, Gene	23583	\$7,500.00	\$7,500.00	
196.	Richardson, Harold C.	Richardson, Harold	23315	-	\$9,500.00	Stated Benefit With Securian at Termination
197.	Bartram, Claudia M.	Riddle, Betty	21763	\$40,000.00	\$5,700.00	Stated Benefit With Securian at Termination
198.	Rios, Patsy	Rios, Richard	23135	\$5,000.00	\$5,000.00	
199.	Robbins, John	Robbins, Merle	24242	-	\$6,780.00	Stated Benefit With Securian at Termination
200.	Roberts, Betty A	Roberts, Virgil	22282	\$14,200.00	\$7,100.00	
201.	Roberts, Ellen	Roberts, Donald	21455	\$6,380.00	\$6,380.00	
202.	Rogala, Joseph John	Rogala, Mary	21259	\$7,500.00	\$7,500.00	
203.	Romero, Jean J.	Romero, Fred	26095	\$6,180.00	\$6,180.00	
204.	Rominski, Donald / Florendo, Linda (Beneficiaries)	Rominski, Lillian	22337	\$5,860.00	\$5,860.00	
205.	Bryan, Patricia Jo	Roseman, Delores	25983	\$5,700.00	\$5,700.00	
206.	Lawrence, Debbie	Rowe, Glen	24127	\$6,380.00	\$6,380.00	
207.	Saffioti, Thomas N. (Trust)	Saffioti, Thomas	20836	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
208.	Acosta, Sydney, Lauren & Alexandra, Sophia	Sanchez, Eulalia	22039	\$16,800.00	\$5,000.00	Stated Benefit With Securian at Termination
209.	Savage, Kenny / Estate of Thomas Savage	Savage, Corine	25915	\$6,380.00	\$6,380.00	
210.	Scammon, Steve	Scammon, Shirley	21227	-	\$5,260.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
211.	Schnitzer, Frederick C.	Schnitzer, Barbara	21969	\$5,000.00	\$5,000.00	
212.	Searcy , Jane M.	Searcy, Jane	25174	\$25,000.00	\$6,020.00	Stated Benefit With Securian at Termination
213.	Designated Beneficiaries of Margaret B Seth	Seth, Margaret	22311	\$5,000.00	\$5,000.00	
214.	Estate of Mary L. Shannon	Shannon, Mary	24066	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
215.	Skinner, James	Skinner, Avon	21151	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
216.	Smith, Frank J.	Smith, Frank	24800	\$7,100.00	\$7,100.00	
217.	Snyder, Emory (Beneficiary)	Snyder, Carmela	22984	\$7,500.00	\$7,500.00	
218.	Sokolowski, Ann Christine (Beneficiary)	Sokolowski, Steven	20948	\$6,580.00	\$6,580.00	
219.	Children of Dorothy D Southard	Southard, Dorothy	20778	\$6,180.00	\$6,180.00	
220.	Nagle, Joyce F. (Beneficiary)	Spare, Grace	25374	\$6,180.00	\$6,180.00	
221.	Spindler, Randy Lee	Spindler, Charles	23419	\$6,380.00	\$6,380.00	
222.	Christine B Spinks Trust	Spinks, Christine	23863	\$5,000.00	\$5,860.00	Stated Benefit With Securian at Termination
223.	Jeanette Staffa Trust	Staffa, Jeanette	25388	\$5,700.00	\$5,700.00	
224.	Virginia Steele Estate	Steele, Virginia	20872	\$18,800.00	\$6,380.00	Stated Benefit With Securian at Termination
225.	Steininger, Mary	Steininger, Edward	26473	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
226.	Engelgau, Karen, et. al.	Story, Geraldine	24312	\$5,260.00	\$5,260.00	
227.	Strine, Wilma N.	Strine, Richard	22239	\$10,900.00	\$10,900.00	
228.	Struckman, Kevin (Beneficiary)	Struckman, Gertrude	23056	\$5,860.00	\$5,860.00	
229.	Stute, Lucille Joann (Estate)	Stute, Lucille	21513	\$5,700.00	\$5,700.00	
230.	Sullenger, Christin U	Sullenger, Chrystine	25327	\$6,180.00	\$6,180.00	
231.	Sylvester, Kenneth, et . al.	Sylvester, Agnes	21019	\$5,380.00	\$5,380.00	
232.	Talevski, Liljana	Talevski, Pande	25715	-	\$6,180.00	Stated Benefit With Securian at Termination
233.	Garish, Sharlene	Taman, Barbara	25819	\$5,860.00	\$5,860.00	
234.	Matthews, Patricia Taylor	Taylor, Helen	24967	\$5,000.00	\$5,000.00	
235.	Temple, Worrell, et al.	Temple, Carolyn	25817	\$6,380.00	\$6,380.00	
236.	Tengwall, Colette (Beneficiary)	Tengwall, Delos	22611	\$8,500.00	\$8,500.00	
237.	Traillin, Bernice (Beneficiary)	Traillin, Julius	21200	\$7,500.00	\$7,500.00	
238.	Estate of Robert Treat	Treat, Robert	24372	\$405,000.00	\$5,000.00	Stated Benefit With Securian at Termination
239.	Blickley, Joyce R. (Beneficiary)	Trumbette, Lillian	25857	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
240.	Valdez, Joan Elaine	Valdez, Freddie	20853	\$6,380.00	\$6,380.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
241.	Valencia, Diana R.	Valencia, Jose	25575	\$13,500.00	\$5,000.00	Stated Benefit With Securian at Termination
242.	Viehweg, Patricia	Viehweg, Robert	21530	\$7,100.00	\$7,100.00	
243.	Vitale, Joan	Vitale, Robert	25258	\$6,020.00	\$6,020.00	
244.	Walker, Mary E. (Beneficiary)	Walker, Charles	25167	\$6,780.00	\$6,780.00	
245.	Washington, Sally M. / Williams, Ruby L.	Washington, Willie	25706	\$5,000.00	\$5,000.00	
246.	Grem, Melodie / Watkins, Curtis / Joinder, Susan	Watkins, Janette	26063	\$5,000.00	\$5,000.00	
247.	Weir, Jim Christie	Weir, Louise	24419	\$5,860.00	\$5,860.00	
248.	Weldon, Lylalee L.	Weldon, Edwin	26158	\$6,380.00	\$6,380.00	
249.	Weller, Wallace E.	Weller, Wallace	23667	-	\$6,020.00	Stated Benefit With Securian at Termination
250.	Estate of Joseph Werner	Werner, Joseph	20996	\$20,000.00	\$5,000.00	Stated Benefit With Securian at Termination
251.	Wessell, Michael D. / Wessel, Kim (Beneficiaries)	Wessell, Patricia	23493	\$5,000.00	\$5,100.00	Stated Benefit With Securian at Termination
252.	White, Keith M.	White, Roy	25604	\$6,380.00	\$6,380.00	
253.	Whitney, Steven L., Trustee	Whitney, Betty	25236	-	\$6,180.00	Stated Benefit With Securian at Termination
254.	Bratcher, Ann W	Wilhoit, Barbara	24005	\$5,700.00	\$5,700.00	
255.	Wilkins, William G.	Wilkins, Mary	22448	\$6,500.00	\$6,580.00	
256.	Willard, Kirk A., Executor	Williams, Ruth	23145	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
257.	Williams, Susan J.	Williams, Ronald	24716	\$7,100.00	\$7,100.00	
258.	Williams, Catherine W.	Williams, Marvin	20810	\$7,500.00	\$7,500.00	
259.	Lilla, Evelyn Wine	Wine, Angelina	25116	\$5,860.00	\$5,860.00	
260.	Wisel, Alice	Wisel, Maurice	21514	\$7,500.00	\$7,500.00	
261.	Wolfe, Mary Jane	Wolfe, Mary Jane	25305	\$1,500.00	\$5,700.00	Stated Benefit With Securian at Termination
262.	Vaughn, Judith	Woodard, Bonnie	22120	\$5,700.00	\$5,700.00	
263.	Wriston, Shirley McCarn	Wriston, Charley	26543	\$7,100.00	\$7,100.00	
264.	Sheehan, Eileen & Yakowenko, Gerald	Yakowenko, Olga	22504	\$5,180.00	\$5,180.00	
265.	Young, Allan R.	Young, Allan	24620	\$6,180.00	\$6,180.00	
266.	Estate of Eva Zahorai	Zahorai, Eva	22769	\$5,380.00	\$5,380.00	
267.	Davis, Juanita	Davis, Albert	24517	\$5,000.00	\$6,380.00	